

# Bylaws of the Nokomis East Neighborhood Association

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Initial Adoption: Mar. 1998.

Amendments: 1989, 1994, 2001, 2007 and 2012

## **Article I      Organization and Purpose**

Section 1.01 Organization – The Nokomis East Neighborhood Association (NENA) is a Minnesota non-profit corporation organized to carry out the purposes set out in these bylaws and is operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 1.02 Purpose – The purpose of the organization is to promote the general welfare of the NENA area and to do all things as may be necessary or proper to carry out or perform any of the specific purposes and operations necessary for which the organization has been formed.

Section 1.03 Mission – The mission of the organization is to better the quality of life and build a sense of community pride by sponsoring actions which help our environment, businesses and homes.

## **Article II      Area**

Section 2.01 Geography – The NENA area is composed of the Keewaydin, Minnehaha, Morris Park and Wenonah neighborhoods.

Section 2.02 Boundaries – The NENA area shall be defined as that part of the city of Minneapolis bounded by E. Minnehaha Parkway on the north; Hiawatha Avenue / MN Highway 55 on the east, excluding the federal property around the Minneapolis VA Health Care System Medical Center; Cedar Avenue S. on the west; and the southern boundary of the city of Minneapolis on the south.

## **Article III      Membership**

Section 3.01 General Powers – Members have the power and responsibility to:

- a. Elect Board members at the annual meeting (Section 5.05);
- b. Vote upon general business of the organization at membership meetings (Sections 4.08 and 4.09);
- c. Petition for the formation of ad hoc committees (Section 8.07);
- d. Petition for and approve amendments to these bylaws (Article XV); and
- e. Make recommendations to the Board as a committee of the whole.

Section 3.02 Eligibility – A person may become a member of NENA if they are at least eighteen (18) years of age and meet any of the following qualifications:

- a. They reside (own or rent) in the NENA area;
- b. They own property in the NENA area;
- c. They own or operate a business in the NENA area; and/or

- d. They work in the NENA area.

Section 3.03 Membership Status – A person may become a member of NENA by requesting membership in writing or by signing the membership list (Section 3.04). A member may resign by submitting a written notification of resignation to the secretary. Membership terminates when a member ceases to be eligible as defined in Section 3.02. Membership is not transferable or assignable.

Section 3.04 Membership Lists – The organization shall maintain a membership list of current members, according to a policy defined by the Board.

#### **Article IV      Membership Meetings**

Section 4.01 Annual Meetings – There shall be one annual meeting of the Membership during each calendar year, during the month of April, or no later than 15 months after the last annual meeting. At such time, reports of the activities of the organization shall be presented to the members, Board members shall be elected, and other membership business transacted.

Section 4.02 General Meetings – General business meetings of the membership may be held at a date and place determined by the Board.

Section 4.03 Special Meetings – Special business meetings of the membership may be called by the chairperson, or two-thirds (2/3) of current Board members, or by 25 members of the organization.

Section 4.04 Open Meetings – All membership meetings shall be open to the public.

Section 4.05 Location – All membership meetings shall be held within the boundaries of the NENA area.

Section 4.06 Notice – Notice of membership meetings shall include the date, time, location and agenda and be posted publicly not less than ten (10) business days from the meeting and not less than 48 hours for a special meeting, according to a policy defined by the Board.

Section 4.07 Quorum – A quorum for the transaction of business at a membership meeting shall consist of one-third (1/3) of current Board members and 25 additional eligible voting members of the organization (Section 4.08).

Section 4.08 Voting Eligibility at Membership Meetings – The Board shall establish written policies and procedures, in compliance with Article IV and Sections 3.01, 3.02, 3.03 and 5.05, to determine voting eligibility during membership meetings.

Section 4.09 Voting – Passage of a motion or resolution at a membership meeting shall require the affirmative vote of more than half of the eligible voting members present, unless otherwise required by law or these bylaws.

## **Article V Board of Directors**

Section 5.01 General Powers – The business and property of the organization shall be managed and controlled by its Board. The Board members may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the articles of incorporation, applicable laws and these bylaws.

Section 5.02 Number – The Board shall consist of fifteen (15) members, of which twelve (12) are neighborhood representatives, with three (3) to be selected from each of the four (4) neighborhoods, and three (3) are at-large representatives to be selected from the general membership.

Section 5.03 Qualification – All Board members shall meet the membership criteria of the organization (Sections 3.02 and 3.03). Paid staff persons or contractors may not serve on the Board.

Section 5.04 Representation – The twelve (12) Board members representing neighborhoods shall each reside within the neighborhood they represent. The neighborhoods are defined as:

- a. Keewaydin Neighborhood – which is bordered by E. Minnehaha Parkway on the north; 34<sup>th</sup> Avenue S. on the east; E. 54<sup>th</sup> Street on the south, and Cedar Avenue S. on the west.
- b. Minnehaha Neighborhood – which is bordered by E. Minnehaha Parkway on the north; Hiawatha Avenue / MN Highway 55 on the east; E. 54<sup>th</sup> Street on the south; and 34<sup>th</sup> Avenue S. on the west.
- c. Morris Park Neighborhood – which is bordered by E. 54<sup>th</sup> Street on the north; Hiawatha Avenue / MN Highway 55 on the east, excluding the federal property around the Minneapolis VA Health Care System Medical Center; 34<sup>th</sup> Avenue S. on the west; and the southern boundary of the City of Minneapolis on the south.
- d. Wenonah Neighborhood – which is bordered by 54<sup>th</sup> Street on the north; 34<sup>th</sup> Avenue on the east; Cedar Avenue on the west; and the southern boundary of the City of Minneapolis on the south.

The remaining three (3) at-large Board members shall have no residence requirement, but must be members of the organization.

Section 5.05 Selection – Board members shall be elected at the annual meeting.

- a. Nominations for Board membership may be made before or at the annual meeting, by the candidate or by another member.

- b. Candidates must be physically present or, if absent, have provided a member-proxy with a written self-nomination.
- c. Only those members physically present shall be eligible to vote.
- d. Neighborhood Board member representatives will be elected only by those members who reside within the NENA neighborhood they will represent (Section 5.04).
- e. At-large representatives will be elected by all members present.
- f. In each election, open positions shall be filled in the following manner:
  - i. The first or only open position shall be filled by the candidate receiving the largest number of votes (a majority is not required);
  - ii. The second and third open positions (should there be such openings) shall be filled by the candidates receiving the second and third largest number of votes, respectively.
  - iii. Ties shall be broken using a coin toss by a non-candidate.

Section 5.06 Election Schedule – Board elections will be held on the following schedule:

- a. In even years, eight (8) neighborhood representative Board members shall be elected, two (2) from each of the four NENA neighborhoods.
- b. In odd years, seven (7) Board members shall be elected, including four (4) neighborhood representatives, one (1) from each of the four NENA neighborhoods, and three (3) at-large representatives from the general membership (Section 5.04).

Section 5.07 Tenure – Each Board member shall serve a two-year term, beginning immediately after their election. Board members appointed by the Board to fill a vacancy shall complete the term of the vacated seat (Section 5.11).

Section 5.08 Term Limits – An individual may serve no more than six (6) consecutive years as a Board member, after which they shall be ineligible for Board membership for a twelve (12) month period.

Section 5.09 Resignation of a Board Member – A Board member may resign at any time by giving written notice to the chairperson. The resignation shall take effect when it is delivered, unless the written notice states otherwise.

Section 5.10 Removal of a Board Member –

- a. If a Board member ceases to be eligible as defined in Article III, this shall cause the automatic and immediate removal of the Board member who is no longer qualified.
- b. Four (4) absences from Board and membership meetings within a consecutive twelve (12) month period shall cause the automatic and immediate removal of the Board member.
- c. Any Board member may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of Board members present at the meeting.

Section 5.11 Vacancies – Any vacancies that occur either between annual meetings, or at the annual meeting because of the lack of a candidate for a position, shall be filled by appointment of the Board, according to a policy defined by the Board.

Section 5.12 Compensation – Board members shall receive no compensation for their services as Board members, but this shall not restrict the reimbursement, by motion of the Board, for reasonable expenses incurred by a Board member when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as a Board member of this organization.

## **Article VI Board Meetings**

Section 6.01 Regular Board Meetings – The Board shall hold at least nine (9) regular meetings per year.

Section 6.02 Special Board Meetings – Special meetings may be called by the chairperson or by more than half of current Board members.

Section 6.03 Open Meetings – All Board meetings shall be open to the public to observe the business of the Board in accordance with the purpose of the organization and applicable laws, except in those circumstances where the chairperson designates a closed executive session (Section 6.11).

Section 6.04 Participation – Only current Board members may participate in discussion and decisions during Board meetings, unless the chairperson otherwise allows.

Section 6.05 Location – All Board meetings shall be held within the boundaries of the NENA area at times and places determined by the Board.

Section 6.06 Notice – Notice of Board meetings shall include date, time, location and agenda and be posted publicly not less than ten (10) business days in advance of the Board meeting and not less than 48 hours for a special meeting, according to a policy defined by the Board.

Section 6.07 Board Meeting Materials – The Board shall receive timely distribution of Board meeting materials, according to a policy defined by the Board.

Section 6.08 Remote Communication for Board Meetings – A Board member may participate in a Board meeting by means of a conference telephone or by another means of remote communication through which that Board member and all other Board members present at the meeting may communicate with each other during the meeting. A Board member may only participate via remote communication one (1) time during a twelve (12) month period.

Section 6.09 Quorum – A quorum for the transaction of business shall consist of more than half of current Board members. Participation in a meeting by remote communication pursuant to Section 6.08 constitutes presence at a meeting.

Section 6.10 Voting –

- a. Only Board members present at the Board meeting shall be allowed to vote.
- b. Passage of a motion or resolution shall require an affirmative vote of more than half of the Board members present at the meeting, unless otherwise required by law or these bylaws.
- c. Sale or mortgage of assets shall require a two-thirds (2/3) vote of the Board members present.
- d. Voting between Board meetings by electronic means is permissible, according to a policy defined by the Board.

Section 6.11 Closed Executive Session – From time to time, confidentiality at Board or standing committee meetings may be vital to promoting free and candid discussions and deliberations in connection to legal and labor-management issues. The chairperson may designate certain agenda items as confidential and call for a closed executive session within the limits of the law and these bylaws.

The chairperson will announce the agenda items. During this closed executive session, the Board or standing committee meeting shall be closed to participants not elected to the Board, except for invited advisors to the Board and NENA staff members. At the conclusion of the discussion, any action or vote shall be made in an open meeting and will be recorded in the meeting minutes. Board members may state the reason why a meeting was closed and the result of the action or vote, but may otherwise make no disclosure with regard to these confidential items or topics except as authorized by the chairperson.

Notice, in accordance to Section 6.06, of Board meetings in which all or a portion thereof will be a closed executive session, shall be given.

## **Article VII     Board Officers**

Section 7.01 Officers of The Board – The officers of the Board shall consist of the chairperson, the vice-chairperson, the secretary and the treasurer.

Section 7.02 Limitations –

- a. No officer shall in any way bind the organization to do or not to do any certain things unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by the organization unless expressly approved by the Board.
- b. No person shall hold more than one office at a time and only one member per household or immediate family may serve as officers of the Board.

Section 7.03 Qualifications – The officers shall be elected from among Board members.

Section 7.04 Selection –

- a. All officers shall be elected by the Board at the first Board meeting following the annual meeting.
- b. The elections of officers shall be presided over by a “President Pro-Tem,” selected by the newly seated Board from their members and who is not seeking election as an officer, as its first item of business. The President Pro-Tem shall yield the chair to the newly elected chairperson at the completion of the elections.

Section 7.05 Term of Office – Officers shall serve for one-year terms or until their resignation or removal from office.

Section 7.06 Removal and Vacancies – Any officer may be removed from office at any time by the affirmative vote of two-thirds (2/3) of the Board members present, but with due notification of such action and the right to be heard thereon. If there is a vacancy, such vacancy shall be filled for the remaining term by the Board at a regular meeting or at a meeting especially called for that purpose.

Section 7.07 Duties –

- a. Except as provided in these bylaws, the Board shall establish the powers and duties of all officers.
- b. Chairperson – The chairperson shall have the power of general management of the business of the organization. S/He shall preside or delegate such authority at all meetings of the Board or membership. S/He shall be the chief executive officer of the organization and shall see that all orders and resolutions of the Board are carried into effect. S/He shall be considered “president” of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. The chairperson shall be entitled to vote on all matters before the Board in the same manner as any other member of that body. S/He shall be a member ex-officio of all committees. In general, the chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.
- c. Vice-Chairperson – The vice-chairperson shall have such powers and perform such duties as may be specified in these bylaws or prescribed by the Board or by the chairperson. In the event of an absence of the chairperson during a meeting of the Board or membership, the vice-chairperson shall assume the power and duties described in Section 7.07b. In the event of a vacancy in the chairperson, the vice-chairperson shall assume the power and duties described in Section 7.07b, until a new chairperson has been elected (Section 7.06).
- d. Secretary – The secretary shall be secretary of the Board and membership meetings and shall be responsible for the recording of attendance and of all proceedings of the



meetings in the minute book (Section 9.02). S/He shall sign and execute such documents as may be necessary to the transaction of business by the organization.

- e. **Treasurer** – The treasurer shall cause to be kept accurate accounts of all monies of the organization received or disbursed in accordance with generally accepted accounting practices, applicable laws and with the financial policies established by the Board (Sections 9.02 and 10.01). S/He shall render the Board or the chairperson, whenever required, an account of the financial condition of the organization.

## **Article VIII Committees**

Section 8.01 **Establishment of Committees** – The Board may establish committees and delegate to these committees such powers and responsibilities as it deems appropriate. The Board will identify the committee as either standing or ad hoc; identify the major purposes and tasks of that committee; approve a written charter for the committee; appoint a member of the Board to act as liaison between the committee and the Board; and confirm a chairperson for the committee, according to a policy defined by the Board.

Section 8.02 **Authority** – All actions taken by a committee shall be forwarded to the Board and the Board shall have the right to alter, accept or reject these actions. The Board may from time to time delegate to a committee the authority to act on behalf of the organization.

Section 8.03 **Dissolution** – Committees may be dissolved by the Board or by the terms of their charters, for example having completed their charges or reached their pre-determined time limit.

Section 8.04 **Standing Committee** – There shall be two standing committees of the Board – the Executive Committee and the Finance Committee. Meetings of standing committees shall be open to the public, except to comply with the closed executive session clause (Section 6.11). Only current Board members may participate in discussions and decisions during standing committee meetings, unless the committee chairperson otherwise allows. No person may serve more than three (3) consecutive years as chairperson of the same committee.

Section 8.05 **Executive Committee** – The Executive Committee shall consist of the officers of the Board (Section 7.01)

- a. Authority of the Executive Committee
  - i. Executive Committee decisions shall not be considered final or binding until approved by the Board, except when the Board has given the Executive Committee explicit authority in advance to decide and/or act on a given matter.
- b. Responsibilities of the Executive Committee
  - i. Setting the agenda for Board meetings;
  - ii. Verifying that petitions for special Board and special membership meetings comply with Sections 6.02 and 4.03, respectively;

- iii. Verifying that petitions for amendments to the bylaws from the general membership comply with Section 15.04b;
  - iv. Act as supervisor for the executive director; and
  - v. When empowered by the Board, the Executive Committee shall take routine actions on behalf of the Board in the interim between Board meetings.
- c. Notice of Executive Committee Meetings
- i. The chairperson is responsible to ensure that Board members are made aware of the date, time, location and agenda of Executive Committee meetings in a timely manner.

Section 8.06 Finance Committee – The Finance Committee shall consist of the treasurer and others appointed by the Board. If the Board does not form a separate Finance Committee, the Executive Committee shall function as the Finance Committee.

- a. Administrative functions of the Finance Committee
  - i. Oversee the financial affairs of the organization;
  - ii. Review financial reports submitted by the treasurer and advise the Board on financial matters; and
  - iii. Review financial management policies and procedures periodically and make recommendations to the Board for consideration (Section 10.01).
- b. Budget and Annual Financial Review
  - i. Draft an annual budget for Board review; and
  - ii. Ensure that an annual, formal, third-party financial review is performed on the organization's finances, according to the policy defined by the City of Minneapolis Neighborhood and Community Relations Department.
- c. Notice of Finance Committee Meetings
  - i. The treasurer is responsible to ensure that Board members are made aware of the date, time, location and agenda of Finance Committee meetings in a timely manner.

Section 8.07 Ad Hoc Committees – The Board may establish ad hoc committees. Ad hoc committees exist primarily to research issues within their written charge, report community sentiments and make recommendations for action to the Board.

- a. A quorum for ad hoc committee meetings shall be three (3) NENA members.
- b. The Board may appoint ad hoc committees consisting only of Board members.
- c. The general membership may petition the Board for formation of a new ad hoc committee, according to a policy defined by the Board.
- d. Each ad hoc committee shall exist until abolished by the Board or until the expiration of a time limit or task limit included in its written charter.
- e. Ad Hoc committees shall select a chairperson at least annually. The committee chairperson must be confirmed by the Board. No person may serve more than three (3) consecutive years as chairperson of the same committee.

- f. Meetings of ad hoc committees are open to the public. Members of the public who are not NENA members or eligible for NENA membership may participate in ad hoc committee meetings.
- g. Voting rights during ad hoc committee meetings extend to all NENA members or those who are eligible for NENA membership. To be eligible to vote, NENA members must attend the committee meeting during which a vote is taken.
- h. Passage of a motion or resolution, for consideration by the Board, shall require an affirmative vote of more than half of the NENA members present at the meeting.

## **Section IX Seal, Books and Records, Fiscal Year and Offices**

Section 9.01 Seal – The organization shall have no seal.

Section 9.02 Books, Records, Minutes and Attendance Lists –

- a. The Board shall keep, or cause to be kept, a complete book of financial accounts, and a book of minutes of all Board, membership, standing committee and ad hoc committee meetings, according to a policy defined by the Board.
- b. Attendance at all Board, membership, standing and ad hoc committee meetings shall be recorded using sign-in sheets, according to a policy defined by the Board.
- c. These books and records shall be maintained by the secretary (Section 7.07d).
- d. These books and records shall be available for public review at the organization's principle office, according to a policy defined by the Board.

Section 9.03 Fiscal Year – The fiscal year of the organization shall be from Jan. 1 to Dec. 31.

Section 9.04 Principal Office – The principal office, if any, of the organization shall be in the NENA area (Article II).

Section 9.05 Robert's Rules of Order – In all matters of procedure not otherwise specified by law or in these bylaws, Robert's Rules of Order, Revised Edition, will determine the procedures followed by the organization.

## **Article X Financial Management, Contracts, Loans and Dissolution**

Section 10.01 Financial Management Policies – The Board shall establish written policies and procedures (Section 7.07e).

Section 10.02 Contracts – The Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of NENA, and such authority may be general or confined to specific instances.

Section 10.03 Loans – No loans shall be contracted on behalf of NENA and no evidence of indebtedness shall be issued in its name unless authorized by a motion approved by a two-thirds (2/3) vote of the Board members present.

Section 10.04 Payment of Obligations – Upon dissolution or liquidation of NENA, either by the court or otherwise, all assets of the organization shall first be applied to the payment in full of all legal debts, costs, expenses, obligations and liabilities, as specified in Minnesota Statutes (317A).

Section 10.05 Distribution of Remaining Assets – After payment of obligations as in Section 10.04, any remaining assets of the organization shall be transferred or conveyed as practical to other charitable entities, as specified in Minnesota Statutes (317A). Such entities must be associations, organizations or domestic corporations, engaged in activities which will, as nearly as can be expected, accomplish the general purposes of this organization and which do qualify for tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code or amendments thereof.

#### **Article XI Indemnification**

The organization, acting through its Board, or as otherwise provided in these bylaws, shall as fully as may be permitted from time to time by the statutes and decisional law of the state of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which s/he was or is a party or is threatened to be made a party thereof by reason of the fact that s/he is or was an officer of the organization. Any provision in these bylaws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board.

#### **Article XII Affirmative Action, Equal Opportunity Employment and Americans with Disabilities Act Policies**

The Board shall establish written affirmative action, equal opportunity employment and Americans with Disabilities Act policies.

#### **Article XIII Conflict of Interest Policy**

The Board shall establish a written conflict of interest policy to apply to all Board members, staff and contractors.

## **Article XIV Complaints, Grievances and Whistle Blower Policies**

The Board shall establish written complaint, grievance and whistle blower policies to address the handling of any complaints against NENA or any of its activities.

## **Article XV Review of and Amendments to the Bylaws**

Section 15.01 Review – These bylaws shall be reviewed, by the Board or its appointees, at least every three (3) years. This review shall be presented at a regular Board meeting.

Section 15.02 Amendments – These bylaws may be amended by the Board or by the membership only as described in this article and as constrained by Minnesota Statutes (317A.181 and 317A.133).

Section 15.03 Bylaws Ratification Authority –

- a. The primary authority to amend these bylaws rests with the Board, in accordance with Minnesota statutes.
- b. By exception, amendment of following bylaws provisions requires the approval of the general membership:
  - i. Fixing the quorum for meetings of members;
  - ii. Prescribing procedures for removing Board members or filling Board vacancies;
  - iii. Fixing the number of Board members, classifications, qualifications, or terms of office;
  - iv. Prescribing procedures for removing or adding members of the organization; and
  - v. Fixing the vote required for a member action.

Section 15.04 Bylaws Amendment(s) Proposal –

- a. The Board may propose amendment(s) to the bylaws by motions(s) setting forth the proposed amendment(s); or
- b. Any fifteen (15) members of the organization may propose amendment(s) by petition to the Board, which petition shall be filed with the secretary and reviewed by the Executive Committee (Sections 8.05 and 15.03b).

Section 15.05 Bylaws Ratification Process –

- a. Amendment ratification by the Board pursuant to Section 15.03a
  - i. The proposed bylaws amendments shall be submitted in writing to Board members and presented for discussion at no less than one (1) meeting of the Board. Proposed bylaws amendments shall be published in the agenda and notice.

- ii. The Board may ratify proposed amendments at the next regular Board meeting following their presentation, provided that the adoption vote has been included in the published agenda and notice.
  - iii. To ratify proposed amendments, a two-thirds (2/3) affirmative vote of Board members present is required.
- b. Amendment ratification by the general membership pursuant to Sections 15.03b and 15.04b
  - i. The proposed amendments, in the purview of the general membership (Section 15.03b), shall be submitted in writing to Board members and presented for discussion at no less than one (1) meeting of the Board prior to the general membership meeting, at which they are to be presented for ratification. Proposed bylaws amendments shall be published in the agenda and notice.
  - ii. Proposed amendments, in the purview of the general membership (Section 15.03b), shall be placed on the agenda and notice of the membership meeting, at which they are to be presented for ratification.
  - iii. The General Membership may ratify amendments, in the purview of the general membership (Section 15.03b), at a membership meeting immediately following the Board meeting presentation.
  - iv. To ratify amendments, the membership meeting quorum requirements of Section 4.07 must be satisfied, and a two-thirds (2/3) affirmative vote of those members in attendance at the membership meeting is required.